

ARTICLES OF CONVERSION FOR  
KEESSEE LAND CO., LLC

Pursuant to the provisions of the Tennessee Limited Liability Company Act, Tennessee Code Annotated, § 48-204-101, the undersigned hereby executes these Articles of Conversation.

1. The name of the limited liability company ("LLC") is Keesee Land Co., LLC.

FILED

2. The complete address, including the county, of the initial registered office of the LLC is 7295 Highway 64, Memphis, Shelby County, Tennessee 38133.

3. The name of the initial registered agent at that office is Lawrence H. Keesee.

4. The name and address of each organizer is as follows:

Lawrence H. Keesee  
7295 Highway 64  
Memphis, Tennessee 38133

5. At the date and time of formation this LLC has two or more members.

6. The LLC will be member managed.

7. The number of members at the date of this filing is five (5).

8. The complete address, including the county, of the principal executive office of the LLC is 7295 Highway 64, Memphis, Shelby County, Tennessee 38133.

9. The LLC does not have the power to expel a member.

10. The period of duration of the LLC shall end of December 31, 2049, unless sooner terminated as provided by law or by agreement of the members.

11. Members and parties (other than the LLC) to a contribution agreement or contribution allowance agreement may have preemptive rights.

12. These articles shall become effective upon filing by the Secretary of State.

13. Keesee Land Co., a Tennessee general partnership, is being converted from a general partnership to a limited liability company.

mb STATE MS.-DESO TO CO.  
FILED  
mb APR 14 2 16 PM '99

BK 15 PG 24  
W.E. DAVIS CH. CLK.

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STATE MS. - DESOTO CO.  
FILED  
APR 14 2 16 PM '99

BK 15 PG 24  
W.E. DAVIS CH. CLK.

14. The name and principal place of business address of the former general partnership are:

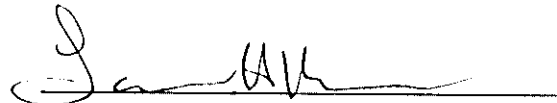
Keesee Land Co.  
2701 Union Extended, # 405  
Memphis, Tennessee 38112

15. The name of the general partnership's general partners are:

Thomas M. Keesee, Jr.  
John H. Keesee  
Lawrence H. Keesee  
Louise K. Purcell  
Emily H. Keesee

16. The terms and conditions of the conversion have been approved by the unanimous vote of the partners.

Dated: February 11, 1999

  
Lawrence H. Keesee, Organizer

Prepared by and return to:  
Robert L. Dinkelspiel  
1755 Kirby Parkway, Suite 100  
Memphis, Tennessee 38120

SHELBY COUNTY  
REGISTER OF DEEDS

JD6128

99 FEB 24 AM 8:07

u:\lr\rdp\ds\Keesee conversion docs

JD-6128

Doc. No.	8
Vol.	3
Page	25
Subj.	500
Index	200
Recorder	
Register	

ARTICLES OF CONVERSION FOR  
KEESSEE LAND CO., LLC

99 FEB 12 AM 11:24  
FILED  
SECRETARY OF STATE

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STATE MS.-DESO TO CO.  
FILED  
APR 14 2 16 PM '99

BK 15 PG 24  
W.E. DAVIS CH. CLK.

I - Book 15 Pg 25

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Robert L. Dinkelspiel  
1755 Kirby Parkway, Suite 100  
Memphis, Tennessee 38120

SHELLEY COUNTY  
REGISTER OF DEEDS

JD6128

99 FEB 24 AM 8: 07

w/tlr/rldpds/Keesec conversion docs

JD 6128  
 No. \_\_\_\_\_  
 Date \_\_\_\_\_  
 Vol. \_\_\_\_\_  
 City \_\_\_\_\_  
 State \_\_\_\_\_  
 Zip \_\_\_\_\_  
 500  
 2nd  
 Dec  
 SINGAPORE  
 SINGAPORE  
 REGISTER

**Secretary of State**

**Corporations Section**

**James K. Polk Building, Suite 1800**

**Nashville, Tennessee 37243-0306**

*I - Book 15 Pg 26*

JD 6128

DATE: 02/12/99  
REQUEST NUMBER: 3628-3442  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 02/12/99 1124  
EFFECTIVE DATE/TIME: 02/12/99 1124  
CONTROL NUMBER: 0365783

TO:  
APPERSON CRUMP ETC  
1755 KIRBY PKWAY  
MEMPHIS, TN 38120

AFTER RECORDING, RETURN TO:  
Robert L. Dinkelspiel  
1755 Kirby Parkway, Suite 100  
Memphis, Tennessee 38120

RE:  
KERSEE LAND CO., LLC  
ARTICLES OF CONVERSION - LIMITED LIABILITY  
COMPANY

CONGRATULATIONS UPON THE FORMATION OF THE LIMITED LIABILITY COMPANY IN THE STATE OF TENNESSEE WHICH IS EFFECTIVE AS INDICATED ABOVE.

A LIMITED LIABILITY COMPANY ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE LIMITED LIABILITY COMPANY'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE LIMITED LIABILITY COMPANY AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE LIMITED LIABILITY COMPANY TO ADMINISTRATIVE DISSOLUTION.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A LIMITED LIABILITY COMPANY HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

FOR: ARTICLES OF CONVERSION - LIMITED LIABILITY  
COMPANY

ON DATE: 02/12/99

FROM:  
APPERSON CRUMP ETC (1755 KIRBY PARKWAY  
1755 KIRBY PARKWAY  
SUITE 100  
MEMPHIS, TN 38120-0000

RECEIVED: FEES \$300.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$300.00

RECEIPT NUMBER: 00002433578  
ACCOUNT NUMBER: 00077184



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE